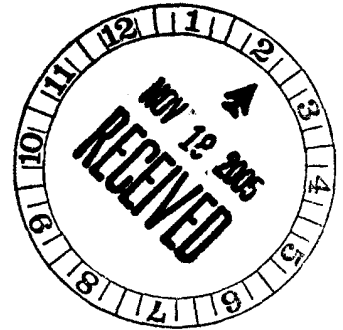




The David J. Joseph Company



November 16, 2005

RECORDATION NO. 19539-C FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

NOV 21 '05

10-11 AM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated November 15, 2005 between the following two parties:

Assignor: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Assignee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment involved in this transaction.

This filing is to appear in index as follows: Memorandum of Assignment and Assumption Agreement dated November 15, 2005 related to ninety six (96) railcars bearing reporting marks: CNW 471700 - 471797, excluding CNW 471732 and CNW 471749.

Please file this agreement as a secondary document under Recordation 19539-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 19539 through 19539-B. The filing fee in the amount of \$33.00 is included in the enclosed check No. 576086. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

*Julie M Woodard*  
Notary Public



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires  
September 24, 2007

RECORDATION NO. 19539-C

FILED

NOV 21 '05

10-11 AM

**Exhibit F**SURFACE TRANSPORTATION BOARD  
MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement for Ninety-six (96) railcars ("Assignment Agreement") made and entered into as of November 15, 2005, by and between The Fifth Third Leasing Company, an Ohio corporation ("Assignor") and The David J. Joseph Company, a Delaware corporation ("Assignee").

## WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated May 26, 1995, between Assignor as Lessor and Chicago and North Western Railway Company as Lessee (the "Leases") for Ninety-six (96) railcars bearing the railroad reporting markings set forth on Exhibit A.

2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Terms, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged  
in the presence of:

THE FIFTH THIRD LEASING COMPANY  
(ASSIGNOR)

By:

Name: James A. MerzTitle: Asst. Vice President

Signed and acknowledged  
in the presence of:

THE DAVID J. JOSEPH COMPANY  
(ASSIGNEE)

By:

Name: Keith B. GrassTitle: President + CEO

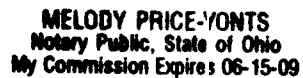
COUNTY OF HAMILTON )

On this 31<sup>st</sup> day of October, 2005, before me the subscriber, Melody Price-Yonts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State appeared in person the within named James A. Merz, to me personally known, who stated and acknowledged that he is the Asst. Vice President of The Fifth Third Leasing Company, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31<sup>st</sup> day of October, 2005.

(Notary Signature)

My commission expires:



STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 27<sup>th</sup> day of October, 2005, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State appeared in person the within named Keith B. Grass, to me personally known, who stated and acknowledged that he is the President of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27<sup>th</sup> day of October, 2005.

Angela Denise Watts  
(Notary Signature)

My commission expires:

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**EXHIBIT A**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:**       Ninety six (96), railcars bearing reporting marks as follows:

CNW 471700 – CNW 471797, Inclusive, however, specifically excludes  
CNW 471732 and CNW 471749

**LEASE:**     Railroad Equipment Lease dated May 26, 1995 between Chicago and North  
Western Railway Company and The David J. Joseph Company.